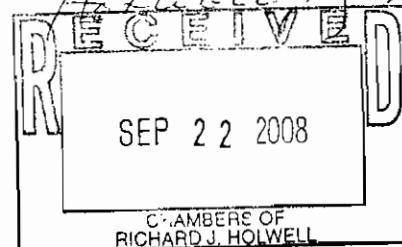


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



----- X
IN RE STATE STREET BANK AND TRUST
CO. FIXED INCOME FUNDS INVESTMENT
LITIGATION

No. 08 MD 1945 (RJH)

This document relates to:

07 Civ. 8488
07 Civ. 9319
07 Civ. 9687
08 Civ. 0265
08 Civ. 5440
08 Civ. 5442
----- X

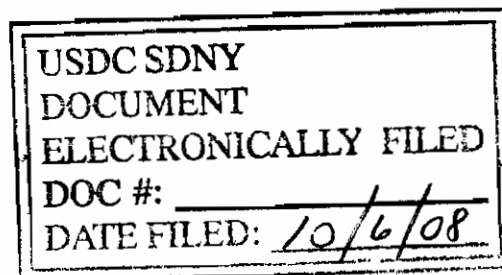
~~PROPOSED~~ JOINT
REVISED
SCHEDULING
STIPULATION AND
ORDER

A handwritten checkmark.

~~PROPOSED~~ JOINT REVISED PRETRIAL SCHEDULING
STIPULATION AND ORDER

WHEREAS, on January 31, 2008, this Court signed a joint pretrial scheduling
order setting deadlines for certain pretrial events (the "Joint Scheduling Order");

WHEREAS, on February 7, 2008, this Court entered an order consolidating the
Nashua Corporation Pension Plan Committee case with the other class action cases
against State Street¹;



¹ As used herein, "State Street" means, collectively, defendants State Street Bank and Trust Company and State Street Global Advisors, Inc. State Street maintains that State Street Global Advisors, Inc., which is a holding company with no connection to the investment management services at issue in any of the complaints in the above-captioned matters, is not a proper defendant in any of the consolidated actions.

WHEREAS, on July 30, 2008, this Court entered an order modifying the Joint Scheduling Order to permit the Lead Class Plaintiffs² to file their motion for class certification by September 30, 2008;

WHEREAS, following State Street's motion to the Judicial Panel on Multidistrict Litigation ("JPML") for consolidation, a hearing by the JPML on May 29, 2008, and a decision by the JPML on June 16, 2008, this Court entered an order on August 8, 2008, consolidating cases brought against State Street by (i) Memorial Hermann Health Care System and The Health Professionals Insurance Company, Ltd. ("HePIC"), and (ii) the Houston Police Officers' Pension System (together, the "Consolidated Plaintiffs") for coordinated or consolidated pretrial proceedings with the cases brought against State Street in this Court by Class Plaintiffs and by Prudential Retirement Insurance and Annuity Company ("PRIAC");

WHEREAS, on March 5, 2008, State Street filed with the JPML a Notice of Potential Tag-Along Action concerning an action currently pending in the United States District Court for the Southern District of Indiana, styled *Welborn Baptist Foundation, Inc. v. State Street Global Advisors, Inc.*, et al., No. 08-cv-27 (S. D. Ind.); the JPML entered a Conditional Transfer Order on June 26, 2008, conditionally transferring the *Welborn* action to this multidistrict litigation; and the motion of plaintiff Welborn Baptist Foundation, Inc. to vacate the Conditional Transfer Order is scheduled to be heard by the JPML at a hearing on September 25, 2008;

² "Lead Class Plaintiffs" means Alan Kober, as Trustee and fiduciary of The Andover Companies Employees Savings and Profit Sharing Plan, Warren Cohen, as Trustee and fiduciary of the Unisystems, Inc., Employees' Profit Sharing Plan, and John L. Patenaude and Margaret Callan as members of the Nashua Corporation Pension Plan Committee, fiduciary for the Nashua Corporation Retirement Plan for Salaried Employees and the Nashua Corporation Hourly Employees Retirement Plan.

WHEREAS, on August 7, 2008, State Street filed with the JPML a Notice of Potential Tag-Along Action concerning two actions currently pending in the United States District Court for the District of Massachusetts, styled *Crain v. State Street Corp. et al.*, No. 08-cv-11261 (D. Mass.), and *Yu v. State Street Corp. et al.*, No. 08-cv-11108 (D. Mass.); the JPML entered a Conditional Transfer Order on September 4, 2008, conditionally transferring the *Yu* and *Crain* actions to this multidistrict litigation; the *Crain* action was voluntarily dismissed by plaintiff on September 11, 2008; and counsel for plaintiffs in the *Yu* action has represented to counsel for State Street that plaintiffs do not oppose transfer and consolidation to the multidistrict litigation;

WHEREAS, on September 9, 2008, State Street filed with the JPML a Notice of Potential Tag-Along action concerning another action currently pending in the United States District Court for the District of Massachusetts, styled *F.W. Webb Company, et al. v. State Street Bank and Trust Company, et al.*, No. 08-cv-11422 (D. Mass.);

WHEREAS, on September 11, 2008, an action styled *Plumbers & Steamfitters Union Local No. 10 Health & Welfare Fund v. State Street Corp. et al.*, No. 08-cv-7934 (S.D.N.Y.) was filed before this Court as a Related Action to this multidistrict litigation;

WHEREAS, to date, State Street has produced documents numbering over 7,500,000 pages, PRLAC has produced over 800,000 pages, and Lead Class Plaintiffs and Consolidated Plaintiffs have together additionally produced thousands of pages of documents;

WHEREAS, the large volume of documents produced by the parties requires significant time and resources to review;

WHEREAS, notwithstanding the volume of documents already produced by the parties, certain responsive documents remain outstanding and certain of the parties continue to collect, review, and produce additional documents, and certain of the parties will require additional time to complete their document productions;

WHEREAS, Plaintiffs in these actions are cooperating with each other and with Defendants to the extent practicable to coordinate discovery and reduce the costs and burdens of discovery on all parties; and

WHEREAS, it has become apparent to the parties that the current schedule for concluding fact discovery set forth in the Joint Scheduling Order is impracticable;

NOW, THEREFORE, counsel for all parties hereby submit the following proposed revised scheduling stipulation and order:

1. **State Street shall file a response to the Consolidated Amended Complaint filed by Class Plaintiffs by:**

Friday, October 17, 2008

2. **All parties shall complete document productions in response to initial document requests by:**

Friday, December 19, 2008³

3. **Class Plaintiffs shall file a motion for class certification by:**

Monday, December 1, 2008;

State Street shall file an opposition to Class Plaintiffs' motion for class certification within 45 days of receipt of the motion;

³ This deadline is without waiver by any party of its right to seek to compel the production of documents or to seek other appropriate relief subsequent to such date, if inadequate production is discovered by that party.

Class Plaintiffs shall file a reply to State Street's opposition within 30 days thereafter

4. **Fact Discovery shall be completed by:**

PLAINTIFFS' POSITION:

~~Friday, June 12, 2009. Plaintiffs take this position because these cases have been on file for almost a year without a single deposition. Although some depositions may need to commence in 2009, many witnesses are ripe for deposition now, based on the over 7.5 million pages of documents that Defendants have produced already. Postponing depositions until 2009 will compress dozens of critical depositions into four grueling months and will almost certainly require the parties to seek additional intervention from the Court. Beginning depositions in the near future will allow the parties to take the necessary depositions at a reasonable pace and should allow all depositions to be completed by June 12, 2009.~~

DEFENDANTS' POSITION:

Friday, June 12, 2009; Fact depositions concerning the merits of the actions shall not commence until ~~February 2~~ ^{January 1,} 2009. Defendants take this position because the tag-along cases referenced above will soon be but have not yet been docketed in this Court, and it is fully anticipated that plaintiffs in those cases will seek to take the same fact depositions. Re-deposing the same witnesses would cause added expense and duplication, precisely what this multidistrict litigation is designed to avoid.

Rule 30(b)(1) depositions on document issues may proceed

5. **All Parties to appear before the Court for a status conference:**

~~Friday, June 5, 2009~~

April 3, 2009 @ 11 a.m.

6. **Rule 26(a)(2) disclosures:**

Monday, June 29, 2009

7. **Expert discovery completion date:**

Monday, June 29, 2009, for delivery of initial expert reports

Monday, July 27, 2009, for delivery of any rebuttal reports

Friday, August 28, 2009, for completion of expert discovery, including depositions

8. **Date for filing dispositive motions:**

Monday, September 7, 2009

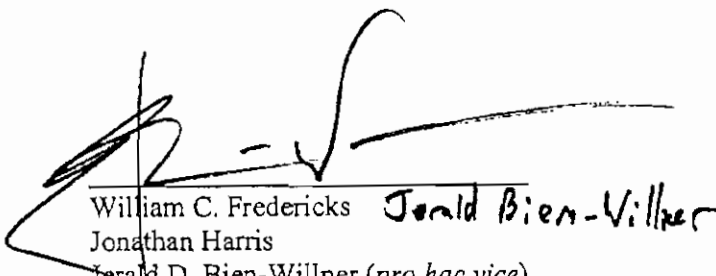
9. **Date for filing a pretrial order:**

Monday, September 14, 2009

10. **Date when the case will be ready for trial:**

Monday, September 28, 2009⁴

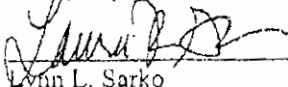
Dated: September 18, 2008



William C. Fredericks
Jonathan Harris
Jerald D. Bien-Willner (*pro hac vice*)
BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
1285 Avenue of the Americas
New York, New York 10019
Phone: (212) 554-1400

⁴ Houston Police Officers' Pension System takes the position that the trial of its case against State Street must take place in the United States District Court for the Southern District of Texas, Houston Division (the "SDTX") because of a mandatory venue provision and because transfer was ordered for "coordinated or consolidated pretrial proceedings" only. Additionally, Memorial Hermann and HePIC take the position that the trial of its case against State Street and Cambridge must take place in the SDTX, because transfer was ordered for "coordinated or consolidated pretrial proceedings" only.

Fax: (212) 554-1444



Lynn L. Sarko

Derek W. Loeser

Karin B. Swope

Laura R. Gerber

KELLER ROHRBACK LLP

1201 Third Avenue, Suite 3200

Seattle, Washington 98101

Phone: (206) 623-1000

Fax: (206) 623-3384



David S. Preminger

KELLER ROHRBACK LLP

Suite 1425

275 Madison Avenue

New York, NY 10016

Phone: (212) 878-8890

Fax: (212) 878-8895

Jeffrey C. Block

Patrick T. Egan

BERMAN DEVALERIO PEASE

TABACCO BURT & PUCILLO

One Liberty Square, 8th Floor

Boston, Massachusetts 02109

Phone: (617) 542-8300

Fax: (617)-542-1194

*Attorneys for Class Action Plaintiffs
and Interim Class Counsel*

Edwin G. Schallert

DEBEVOISE & PLIMPTON LLP

919 Third Avenue

New York, New York 10022

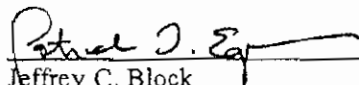
Phone: (212) 909-6000

Fax: (212) 909-6836

Fax: (212) 554-1444

Lynn L. Sarko
Derek W. Loeser
Karin B. Swope
Laura R. Gerber
KELLER ROHRBACK LLP
1201 Third Avenue, Suite 3200
Seattle, Washington 98101
Phone: (206) 623-1900
Fax: (206) 623-3384

David S. Preminger
KELLER ROHRBACK LLP
Suite 1425
275 Madison Avenue
New York, NY 10016
Phone: (212) 878-8890
Fax: (212) 878-8895


Jeffrey C. Block
Patrick T. Egan
BERMAN DEVALERIO PEASE
TABACCO BURT & PUCILLO
One Liberty Square, 8th Floor
Boston, Massachusetts 02109
Phone: (617) 542-8300
Fax: (617)-542-1194

*Attorneys for Class Action Plaintiffs
and Interim Class Counsel*

Edwin G. Schallert
DEBEVOISE & PLIMPTON LLP
919 Third Avenue
New York, New York 10022
Phone: (212) 909-6000
Fax: (212) 909-6836


Fax: (212) 554-1444

Lynn L. Sarko
Derek W. Loeser
Karin B. Swope
Laura R. Gerber
KELLER ROHRBACK LLP
1201 Third Avenue, Suite 3200
Seattle, Washington 98101
Phone: (206) 623-1900
Fax: (206) 623-3384

David S. Preminger
KELLER ROHRBACK LLP
Suite 1425
275 Madison Avenue
New York, NY 10016
Phone: (212) 878-8890
Fax: (212) 878-8895

Jeffrey C. Block
Patrick T. Egan
BERMAN DEVALERIO PEASE
TABACCO BURT & PUCILLO
One Liberty Square, 8th Floor
Boston, Massachusetts 02109
Phone: (617) 542-8300
Fax: (617)-542-1194

*Attorneys for Class Action Plaintiffs
and Interim Class Counsel*


Edwin G. Schallert
DEBEVOISE & PLIMPTON LLP
919 Third Avenue
New York, New York 10022
Phone: (212) 909-6000
Fax: (212) 909-6836

*Attorneys for Plaintiff Prudential
Retirement Insurance and Annuity
Company*

Robert R. Burford ^{by permission}
by CSS

Robert Roy Burford
GIBBS & BRUNS, LLP
1100 Louisiana, Suite 5300
Houston, Texas 77002
Phone: (713) 650-8805
Fax: (713) 750-0903

*Attorneys for Plaintiff Houston
Police Officers' Pension System*

Charles R. Parker
John R. Nelson
LOCKE LORD BISSELL &
LIDDELL LLP
600 Travis, Suite 3400
Houston, Texas 77002-3095
Phone: (713) 226-1200
Fax: (713) 229-2632

*Attorneys for Plaintiff Memorial
Hermann Health Care System and
HePIC*

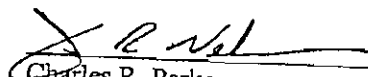
Harvey J. Wolkoff
Robert A. Skinner
Daniel J. Maher
Olivia S. Choe
ROPES & GRAY LLP
One International Place
Boston, Massachusetts 02110
Phone: (617) 951-7000
Fax: (617) 951-7050

*Attorneys for Defendants State Street
Bank and Trust Company and State
Street Global Advisors, Inc.*

*Attorneys for Plaintiff Prudential
Retirement Insurance and Annuity
Company*

Robert Roy Burford
GIBBS & BRUNS, LLP
1100 Louisiana, Suite 5300
Houston, Texas 77002
Phone: (713) 650-8805
Fax: (713) 750-0903

*Attorneys for Plaintiff Houston
Police Officers' Pension System*


Charles R. Parker
John R. Nelson
LOCKE LORD BISSELL &
LIDDELL LLP
600 Travis, Suite 3400
Houston, Texas 77002-3095
Phone: (713) 226-1200
Fax: (713) 229-2632

*Attorneys for Plaintiff Memorial
Hermann Health Care System and
HePIC*

Harvey J. Wolkoff
Robert A. Skinner
Daniel J. Maher
Olivia S. Choe
ROPES & GRAY LLP
One International Place
Boston, Massachusetts 02110
Phone: (617) 951-7000
Fax: (617) 951-7050

*Attorneys for Defendants State Street
Bank and Trust Company and State
Street Global Advisors, Inc.*

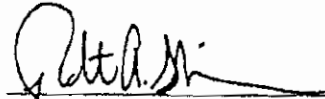
*Attorneys for Plaintiff Prudential
Retirement Insurance and Annuity
Company*

Robert Roy Burford
GIBBS & BRUNS, LLP
1100 Louisiana, Suite 5300
Houston, Texas 77002
Phone: (713) 650-8805
Fax: (713) 750-0903

*Attorneys for Plaintiff Houston
Police Officers' Pension System*

Charles R. Parker
John R. Nelson
LOCKE LORD BISSELL &
LIDDELL LLP
600 Travis, Suite 3400
Houston, Texas 77002-3095
Phone: (713) 226-1200
Fax: (713) 229-2632

*Attorneys for Plaintiff Memorial
Hermann Health Care System and
HePIC*



Harvey J. Wolkoff
Robert A. Skinner
Daniel J. Maher
Olivia S. Choe
ROPES & GRAY LLP
One International Place
Boston, Massachusetts 02110
Phone: (617) 951-7000
Fax: (617) 951-7050

*Attorneys for Defendants State Street
Bank and Trust Company and State
Street Global Advisors, Inc.*

George M. Gowen

George M. Gowen III
Stuart A. Weiss
COZEN O'CONNOR
1900 Market Street
Philadelphia, Pennsylvania 19103
Phone: (215) 665-2000
Fax: (215) 665-2013

*Attorneys for Defendants Cambridge
Financial Services, Inc., and Ernest
A. Liébré*

SO ORDERED.

Richard J. Holwell

Richard J. Holwell, U.S.D.J.

Oct 3
~~September~~ 2008

*A status conference shall
be held on April 3, 2009
at 11:00 a.m.*